

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

In Re: ADELPHIA COMMUNICATIONS  
CORPORATION SECURITIES AND  
DERIVATIVE LITIGATION

This Document Relates to:

FRANKLIN STRATEGIC INCOME FUND, et  
al. v. JOHN J. RIGAS, et al. (03-CV-5751)

USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #:  
DATE FILED: 11/22/2011

03 MD 1529 (LMM)

**STIPULATION AND ~~PROPOSED~~ ORDER CONCERNING  
THE AMENDMENT OF PLAINTIFFS' COMPLAINT**

WHEREAS, on November 4, 2011, the Court issued a decision (the "Order") dismissing certain state law claims that were asserted in this action by Plaintiffs Franklin Strategic Income Fund, Franklin Custodian Fund-Income Fund, FIST-Franklin Convertible Securities Fund, FTVIPT-Strategic Income Fund, FTIF-Franklin High Yield Fund, FTVIPT-Franklin Income Securities Fund, FTIF-Franklin Income Fund, Franklin AGE High Income Fund, FTVIPT-Franklin High Income Fund, Redwood CBO, Franklin Institutional High Yield Fixed Income Fund, Franklin Multi-Income Fund, and FIST-Franklin Total Return Fund (collectively, "Plaintiffs") against defendant Deloitte & Touche LLP ("Defendant");

WHEREAS, the Court granted Plaintiffs leave to replead two of the dismissed claims, for common law fraud and professional negligence (the "State Law Claims"), within twenty-one (21) days;

WHEREAS, counsel for Plaintiffs and Defendant have conferred but have been unable to reach agreement regarding the impact, if any, of the Court's Order and the Court's scheduling



order in this case dated December 5, 2003, on Plaintiffs' claim against Defendant pursuant to Section 10(b);

WHEREAS, to avoid burdening the Court with written submissions and argument concerning the impact of the Court's Order and the December 5, 2003 scheduling order on Plaintiffs' Section 10(b) claim, the parties have agreed that Plaintiffs will replead their Section 10(b) claim simultaneously with their State Law Claims, whereupon Defendant will answer the amended complaint, or move only against the Section 10(b) claim and the State Law Claims;

WHEREAS, absent an extension, Plaintiffs' deadline to replead their state law claims based on the Court's Order is November 28, 2011, which is the Monday after the Thanksgiving weekend and presents logistical difficulties for Plaintiffs' counsel, whose offices are moving to a new building and who will not have full access to their files and computers over the Thanksgiving holiday;

WHEREAS, the parties have agreed, subject to Court approval, upon an extension of time for Plaintiffs to file their amended complaint, and upon a briefing schedule for Defendant's motion to dismiss, should Defendant elect to file one; and

WHEREAS, the parties have further agreed that discovery shall proceed notwithstanding the amendment of Plaintiffs' complaint and/or the filing of any additional motions to dismiss;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED between Plaintiffs and Defendant, subject to the Court's approval, as follows:

1. The deadline for Plaintiffs to file their amended complaint is hereby extended to and including December 23, 2011;
2. On or before February 3, 2012, Defendant shall answer or move in response to Plaintiffs' amended complaint;



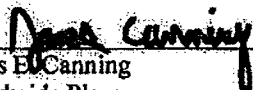
3. If Defendant elects to move in response to Plaintiffs' amended complaint, its motion shall be limited to Plaintiffs' Section 10(b) claim and the State Law Claims as to which Plaintiffs have been granted leave to amend;

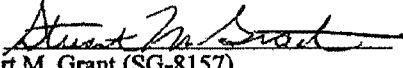
4. If Defendant moves in response to Plaintiffs' amended complaint, Plaintiffs' brief in opposition to that motion will be filed on or before March 9, 2012 and Defendant's reply brief will be filed on or before March 30, 2012.

5. Discovery shall proceed in accordance with the Court's November 15, 2011 Order, and shall not be delayed or otherwise affected by the filing of Plaintiffs' amended complaint and/or by the pendency of any motion that Defendant may file with respect to that amended complaint.

CRAVATH, SWAINE & MOORE LLP

GRANT & EISENHOFER P.A.

By:   
James E. Canning  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019-7475  
(212) 474-1000  
(212) 474-3700 (facsimile)

By:   
Stuart M. Grant (SG-8157)  
Megan D. McIntyre  
1201 North Market Street  
Wilmington, DE 19801-2599  
(302) 622-7000  
(302) 622-7100 (facsimile)

*Attorneys for Defendant Deloitte & Touche LLP*

*Attorneys for Plaintiffs*

IT IS SO ORDERED this 22 day of NOV, 2011.

  
United States District Judge